

**HOPKINS & SUTTER** JUL 3 '97 2-06 PM

(A Partnership Including Professional Corporations)

2800 Livernois, Suite 220, Troy, MI 48083-1220  
TEL: 248.740.6600 FAX: 248.740.6613

WITH OFFICES IN  
CHICAGO • WASHINGTON DC • TROY

**MARY P. SCLAWY**  
Direct Line: 248.740.6602  
Email: msclawy@hopsut.com

June 18, 1997

Secretary  
Surface Transportation Board  
Room 704  
1925 K Street, NW  
Washington, DC 20423-0001

Dear Secretary:

Enclosed for recordation pursuant to statute and 49 CFR 1177 are two counterparts of a Second Notice of Renumbering of Leased Locomotive Units, dated as of May 25, 1997 and executed by Grand Trunk Western Railroad Incorporated pursuant to a Reconstruction and Conditional Sale Agreement ("RCSA") and a Lease of Railroad Equipment (the "Lease"), both dated as of June 1, 1987. The units covered by the RCSA and the Lease are 20 diesel electric locomotives bearing reporting marks as shown on Schedule A, attached to this letter.

The RCSA and the Lease were recorded on July 21, 1987 and assigned recordation numbers 15268 and 15268-A, respectively.

The parties to the RCSA and the Lease are:

Builder/ Grand Trunk Western Railroad Company, predecessor in interest to  
Lessee: Grand Trunk Western Railroad Incorporated

Vendee/ Manubank Leasing Corporation, predecessor in interest to  
Lessor: Comerica Bank

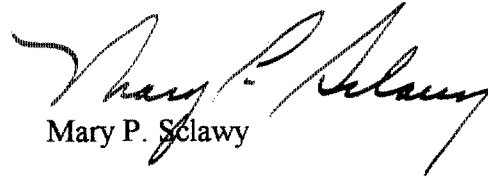
Agent: Mercantile-Safe Deposit and Trust Company, predecessor in  
interest to Bank of New York

Enclosed is our check in the amount of \$24.

Please accept one counterpart of this document for filing, stamp the remaining counterpart with your recordation number and return it and the fee receipt to the undersigned at the following address:

Mary P. Sclawy  
Hopkins & Sutter  
2800 Livernois  
Suite 220  
Troy, MI 48063-1220

Sincerely,



Mary P. Sclawy

C: John Lamont re CA 7259

# Schedule A to Notice of Renumbering

Rolling Stock Type: Diesel electric locomotives manufactured by the  
Electromotive Division of General Motors Corporation.

#	Original Lease * Mark & Number of all Units		Changed Lease Mark & Number		Current Lease Mark & Number of all Units	
1	GTW	4138	CV	4138	CV	4138
2	GTW	4920	GTW	4520	GTW	4520
3	GTW	5700	GTW	4900	GTW	4900
4	GTW	5701	GTW	4901	GTW	4901
5	GTW	5702	GTW	4902	GTW	4902
6	GTW	5703	GTW	4903	GTW	4903
7	GTW	5704	GTW	4904	GTW	4904
8	GTW	5705	GTW	4905	GTW	4905
9	GTW	5706	GTW	4906	GTW	4906
10	GTW	5707	GTW	4907	GTW	4907
11	GTW	5708	GTW	4908	GTW	4908
12	GTW	5804	-	-	GTW	5804
13	GTW	5913	-	-	GTW	5913
14	GTW	5918	-	-	GTW	5918
15	GTW	6215	-	-	GTW	6215
16	GTW	6217	-	-	GTW	6217
17	GTW	6404	-	-	GTW	6404
18	GTW	6422	-	-	GTW	6422
19	GTW	6424	-	-	GTW	6424
20	GTW	6425	-	-	GTW	6425

\* 'Original Lease' means the lease as amended by amendments # 1 & 2.

JUL 3 '97

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**SECOND NOTICE OF RENUMBERING**  
**OF LEASED LOCOMOTIVE UNITS**

**WHEREAS** *Mercantile-Safe Deposit and Trust Company* (predecessor-in-interest to *The Bank of New York*) as agent, *Grand Trunk Western Railroad Company* (predecessor-in-interest to *Grand Trunk Western Railroad Incorporated*) as builder ("GTW") and *Manubank Leasing Corporation* (predecessor-in-interest to *Comerica Bank*) as vendee ("Manubank") entered into a *Reconstruction and Conditional Sale Agreement* dated as of 1 June 1987, as amended, (the "RCSA") covering the acquisition and reconstruction of 20 locomotives;

**WHEREAS** GTW as lessee (the "Lessee") entered into a *Lease of Railroad Equipment* dated as of 1 June 1987, as amended, (the "Lease"), with Manubank as lessor, covering the 20 locomotives acquired and reconstructed pursuant to the RCSA;

**WHEREAS** the RCSA and the Lease were recorded with:

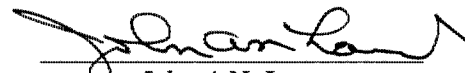
- 1) *The Interstate Commerce Commission* (predecessor to the *Surface Transportation Board*), in accordance with 49 U.S.C. Section 11303 (now Section 11301), on 21 July 1987 at 2:45 P.M. and assigned recordation numbers 15268 and 15268-A, respectively; and
- 2) *The Office of the Registrar General of Canada*, pursuant to Section 86 (which became Section 90) of the *Railway Act of Canada* (now Section 105 of the *Canada Transportation Act*), on 21 July 1987 at 11:15 A.M.

**NOW THEREFORE, TAKE NOTICE THAT** a) pursuant to the terms of the RCSA and the Lease, the Lessee has renumbered certain of the locomotives subject to the RCSA and the Lease, as set forth on *Schedule A* attached hereto and made a part hereof, and b) the Lessee shall cause this *Second Notice of Renumbering* to be filed at x) the *Surface Transportation Board* and y) the *Office of the Registrar General of Canada*.

**IN WITNESS WHEREOF**, this *Second Notice of Renumbering* has been executed, by an authorized signatory of the Lessee, as of the 25th day of May 1997.

**GRAND TRUNK WESTERN RAILROAD  
INCORPORATED** as lessee

By:

  
John A.N. Lamont

GTW File Reference: CA 7259

## Schedule A to Notice of Renumbering

**Rolling Stock Type:** Diesel electric locomotives manufactured by the  
Electromotive Division of General Motors Corporation.

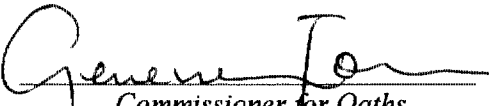
#	Original Lease *		Changed Lease		Current Lease	
	Mark & Number of all Units		Mark & Number		Mark & Number of all Units	
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19	GTW	6424	-	-	GTW	6424
20	GTW	6425	-	-	GTW	6425

\* 'Original Lease' means the lease as amended by amendments # 1 & 2.

*fy*

PROVINCE OF QUEBEC     )  
  ) ss  
DISTRICT OF MONTREAL    )

On this 25<sup>th</sup> day of May, 1997, before me personally appeared John A.N. Lamont, to me personally known, who being by me duly sworn says that he is duly authorized to state that said instrument was signed on behalf of Grand Trunk Western Railroad Incorporated, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Commissioner for Oaths  
190021-8

My commission expires: 31 / 03 / 98